CONSTITUTION OF

NEW ZEALAND FEDERATION OF ROLLER SPORTS

Skate NZ
NEW ZEALAND FEDERATION
OF ROLLER SPORTS INC.

Updated 2025 AGM

NEW ZEALAND FEDERATION OF ROLLER SPORTS INCOPORATED

Constitution

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1. Definitions and interpretation

Definitions

1.1 In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

Act means the Incorporated Societies Act 2022, including any amendments, and any regulations made under that Act.

Affiliates means the roller sports organisations that Affiliate to the NZFRS.

Area Committees means those committees described in Rule 8 and as determined by the Board.

Artistic means the roller sports discipline of artistic roller skating.

AGM or **Annual General Meeting** means a meeting of the Members of NZFRS held once a year convened under this Constitution.

Application means an application for membership as set out in Rule 4.1.

Board means NZFRS's governing body.

Board Meeting means a meeting of the Board.

Board Member means a member of the Board, including the Chair.

Casual Vacancy is a vacancy which arises on the Board when a Board Member does not serve their full term of office.

Constitution means this Constitution, including any amendments and any schedules to this Constitution.

Contact Details means a physical or an electronic address and a telephone number.

Contact Person means a person holding the position of contact person for NZFRS being the person the Registrar of Incorporated Societies can contact when needed.

Discipline means the roller sports discipline of Artistic and Speed skating and such other roller sport disciplines recognised by the Board from time to time.

Diversity, Equity and Inclusion means ensuring fair and equitable opportunities are available to everyone to participate in sport and recreation irrespective of age, ability, ethnicity, gender, national origin, race, religion, sexual orientation, beliefs, or socio-economic status.

General Meeting means an AGM or SGM of NZFRS.

Individual Member means an individual that meets the requirement for individual membership.

Interests Register means the register of interest disclosures made by Officers kept under this Constitution.

Matter means:

(a) NZFRS's performance of its activities or exercise of its powers; or
(b) an arrangement, an agreement or a contract made or entered (or proposed to be made or entered) into by NZFRS.

Member means each person who for the time being is a member of NZFRS and includes all categories of members of NZFRS described in Rule 4.3.

Member Club means a group of individuals with an interest in roller sports/recreation that meets the requirement for membership set out in Rule 4.4.

Member Register means the register of Members kept under this Constitution.

Member Sports means the disciplines of artistic and inline speed skating.

NZFRS means the New Zealand Federation of Roller Sports.

Officer means a Board Member and any natural person occupying a position in NZFRS that allows the person to exercise significant influence over the management or administration of NZFRS.

Ordinary Resolution means a resolution passed by a majority of votes cast.

Policies means any bylaws, policies, regulations and codes of NZFRS made under Rule 17.1.

President means the person elected as President of NZFRS under this Constitution.

Purposes means the purposes of NZFRS described in Rule 3.1.

Regional Committee means a geographical Committee recognised by the Board in accordance with Rule 7.

Region means a geographical area of New Zealand as determined by the Board.

Rules means these rules and "Rule" shall have a corresponding meaning.

SGM or **Special General Meeting** means a meeting of the Members, other than an AGM, called for a specific purpose or purposes.

Secretary means the secretary of the Board appointed pursuant to Rule 9.4.

Special Resolution means a resolution passed by a 75% majority of votes cast.

Speed means the roller sports discipline of speed skating.

Sports Committee means a committee for each discipline as described in Rule 6.

Vice President means the Vice President of the NZFRS under this Constitution.

Working Day has the meaning given to that term under the Legislation Act 2019 and excludes the day observed as the anniversary in Wellington.

World Skate is the International Body for all aspects of Roller Sports.

Interpretation

1.2 Unless the context otherwise requires:

(a) Words referring to the singular include the plural and vice versa.

(b) Rule headings are for reference only.

(c) Expressions referring to writing include references to words visibly represented, copied, or reproduced, including by email.

(d) Reference to a person includes any other entity or association recognised by law and vice versa and any reference to a particular entity includes a reference to that entity’s successors.

(e) A reference to any legislation includes any secondary legislation, statutory regulations, rules, orders or instruments made or issued pursuant to that legislation and any amendment to, re-enactment of, or replacement of, that legislation.

(f) All periods of time or notice exclude the days on which they are given.

(g) Where this Constitution or any Policy of the NZFRS is inconsistent with a rule, regulation, bylaw or directive of World Skate the rule, regulation, bylaw or directive of World Skate prevails to the extent of the inconsistency, unless otherwise required by law.

Notices

1.3 Subject to any other notice provision in this Constitution, any notice or other communication given under this Constitution must be in writing and will be given to:

(a) a Member to the address set out in their Contact Details;

(b) by email to the Secretary, or post to NZFRS's registered office or as set out on the Register of Incorporated Societies.

1.4 A notice is deemed to have been received:

(a) if given by post, when left at the address of a person or five Working Days after being put in the post; or

(b) if given by email, upon production of a physical copy of the email detailing the time and the date the email was sent (provided that the sender does not receive any "out of office" auto-reply or other indication of non-receipt),

provided that any notice or communication received or deemed received after 5pm on a Working Day, or on a day which is not a Working Day, will be deemed not to have been received until the next Working Day.

2. Details of New Zealand Federation of Roller Sports Incorporated

Name

2.1 The name of the society is New Zealand Federation of Roller Sports Incorporated (**NZFRS**).

Status

2.2 NZFRS is the governing body in New Zealand for all Roller Sports.

Registered office

2.3 The registered office of NZFRS is at the place in New Zealand as the Board decides.

Contact person

2.4 The Contact Person for the NZFRS is the Secretary. The Board must advise the Registrar of Incorporated Societies of any change in the Contact Person or that person's Contact Details.

3. Purpose and powers

Purpose

3.1 The purposes of NZFRS are to:

(a) be the national body in New Zealand to promote, develop, and foster Roller sports, mainly as an amateur competitive sport for the well-being, benefit and recreation of the general public in New Zealand;

(b) promote opportunities and facilities to enable, assist and enhance the participation, enjoyment and performance in Roller Sports in NZFRS's activities;

(c) support, assist and advocate for its Members to deliver Roller Sports throughout New Zealand;

(d) To represent the interests of the NZFRS at National, Oceania and World level

(e) lead, promote and enable Diversity, Equity and Inclusion across the whole organisation including governance of NZFRS and participation in Roller Sports;

(f) promote, develop and co-ordinate Roller Sports competitions for Member Sports;

(g) To promote and manage compliance with the Sports Anti-Doping Rules made by the Sport Integrity Commission, and any amendments to or replacements of those Rules

(h) publish and enforce the rules of Roller Sports;

(i) protect the integrity of Roller Sports and NZFRS by developing and enforcing standards of conduct, ethical behaviour and implementing good governance;

(j) maintain membership of, and co-operate with, World Skate and World Skate Oceania.

Capacity and powers

3.2 The NZFRS has, both within and outside New Zealand, full capacity, rights, powers and privileges to carry on or undertake any activity, do any act, or enter into any transaction, subject to this Constitution, the Act, any other legislation, and the general law. Including the following;

(a) Make, alter, rescind, enforce by-laws, regulations, policies and procedures for the governance, management and operation of the NZFRS;

(b) Determine, implement and enforce disciplinary disputes and appeal procedures (including drug testing and other policies, conduct hearings and impose sanctions and penalties;

(c) Consider and settle disputes between Members;

(d) Determine who are its Members;

(e) Withdraw, suspend or terminate membership;

(f) Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;

(g) Control and raise money including borrow invest loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;

(h) Sell, lease, mortgage, charge or otherwise dispose of any property of the NZFRS and grant such rights and privileges over such property as it considers appropriate;

(i) Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;

(j) Produce, develop, create, licence and otherwise exploit use and protect the intellectual property of the NZFRS;

(k) Enter into, manage and terminate contracts or other arrangements with employees, sponsors, members and other persons and organisations;

(l) Make, alter, rescind and enforce rules of competition;

(m) Organise and control competitions, events and programmes;

(n) Assign functions to and/or enter into agreements with organisations such as but not limited to Sport New Zealand, the New Zealand Sports Disputes Tribunal and the Sport Integrity Commission;

(o) Delegate powers of the NZFRS to any person, Board, committee or sub committee who must abide by the rules, regulations and by-laws of the NZFRS;

(p) Do any other acts or things which are incidental or conducive to the attainment of the Purposes of the NZFRS.

4. Members

Member application

4.1 An application to become a Member (**Application**) must be in the form required by NZFRS. All Applications are accepted by default on completing the form, submitting payment to the NZFRS and satisfying any other preconditions. The NZFRS may decline an Application at its discretion and provide written justification.

Member consent

4.2 A person or entity consents to become a Member by submitting an Application to the NZFRS and paying any applicable membership fees, unless otherwise specified in this Constitution.

Member categories

4.3 The Members of the NZFRS are:

(a) Member Clubs as detailed in Rule 4.4;

(b) Individual Members as detailed in Rule 4.6;

(c) Life Members as detailed in Rule 4.8;

(d) Affiliates as detailed in Rule 4.11; and

(e) Any other category or categories of membership of the NZFRS determined by the Board from time to time any other categories of member as the Board determines.

Member Clubs

4.4 In addition to the obligations as a Member under Rule 4.14, each Member Club will:

(a) administer, promote, and develop roller sports in the Member Club in accordance with the Purposes, this Constitution and any Policies;

(b) be an incorporated society;

(c) have, as its members, Individual Members, and other members it considers appropriate;

(d) ensure its constitution is not inconsistent with this Constitution, provide NZFRS with a copy of its constitution and all proposed amendments to it. The Board may request a Member Club to amend its constitution if it, or any proposed amendment, is inconsistent or in conflict with, this Constitution or any Policies;

(e) maintain an updated register of members and, on request, provide the NZFRS with access to that register, in compliance with the privacy laws;

(f) lead, promote and enable Diversity, Equity and Inclusion across the whole Member Club including governance of the Member Club and participation in roller sports;

4.5 Member Clubs are entitled to:

(a) participate in the NZFRS's activities, subject at all times to complying with any additional requirements that are specified;

(b) receive notices and papers and be able to attend, speak and exercise one vote per Member Club by way of a delegate at the NZFRS's General Meetings;

(c) nominate any financial Individual Member of the NZFRS for election as a Board Member, Sports Committee Member, Regional or Area Committee Member.

Individual Members

4.6 An individual may become an Individual Member on satisfying the requirements set out in Rule 4.1 and provided they are

(a) a member of a Member Club.

4.7 Individual Members are entitled to:

(a) participate in the NZFRS's activities, subject at all times to complying with any additional requirements that are specified;

(b) receive notices and papers and attend and speak at the NZFRS's General Meetings

Life Members

4.8 Life membership may be granted in recognition and appreciation of outstanding service by a person for the benefit of the NZFRS. Any person may be nominated for life membership of the NZFRS but must be nominated by a Member Club. Such nomination must be made to the Board in writing setting out the grounds for the nomination. The Board must then determine in its discretion as to whether the nomination should be forwarded to a General Meeting for determination by the Members. Life membership of such nominee is only obtained by Special Resolution passed at the General Meeting.
A person consents to becoming a Life Member on acceptance of Life membership.

4.9 Life members are entitled to;

(a) participate in the NZFRS's activities, subject at all times to complying with any additional requirements that are specified;

(b) receive notices and papers and attend and speak at the NZFRS's General Meetings.

(c) complimentary membership of the NZFRS and any other benefits as determined by the Board.

4.10 Life Members have no voting rights at NZFRS General Meetings, unless appointed as a Member Club delegate or as an Elected Board Member of the NZFRS.

Affiliates

4.11 The Board shall determine any application to be an Affiliate, which is an organisation who has a sufficient interest in roller sports and recognise the Purposes of the NZFRS. The Board's determination under this rule may be amended or revoked if a Special Resolution at an SGM called for this purpose vote in favour of such an amendment or revocation.

4.12 Affiliates are entitled to:

(a) participate in the NZFRS's activities, subject at all times to complying with any additional requirements that are specified;

(b) receive notices and papers and be able to attend the NZFRS's General Meetings.

4.13 Affiliates will not have a right to vote at such General Meetings nor nominate any person as a Board Member.

Member rights and obligations

4.14 Members acknowledge and agree that:

(a) they are bound by, and will comply with, this Constitution and the Policies, and to the extent they apply, the rules, procedures or policies of the NZFRS;

(b) they are subject to the jurisdiction of the NZFRS;

(c) they are entitled to all rights and entitlements granted by this Constitution or as determined by the Board;

(d) to receive, or continue to receive or exercise member rights, they must meet all the member requirements set out in this Constitution and the Policies or as otherwise set by the Board, including payment of any membership or other fees within the required time period;

(e) if they fail to comply with Rule 4.14(d) the Board may terminate their membership;

(f) they do not have any rights of ownership of, or the automatic right to use, the property of the NZFRS; and

(g) they will promote the interests and Purposes of the NZFRS and must not do anything to bring the NZFRS into disrepute.

Suspension of a Member

4.15 If a Member is, or may be, in breach under Rule 4.14, and the Board believes it is in the best interests of the NZFRS to do so, the Board may suspend the Member until final determination of the matter under the dispute resolution process applicable to the matter. Before imposing any such suspension, the Member must be given notice of the suspension.

4.16 Unless otherwise determined by the Board, while a Member is suspended the Member is:

(a) not entitled to attend, speak or vote at a General Meeting;

(b) not entitled to any other rights or entitlements as a Member;

(c) in the case of an Individual Member, not entitled to continue to hold office in any position within the NZFRS; and

(d) not entitled to any rights or entitlements to which the Member would otherwise be entitled from the Member's status within NZFRS.

until such time as the alleged breach is resolved or determined.

Ceasing to be a Member

4.17 A Member ceases to be a Member:

(a) if an individual on death;

(b) if a Member Club ceases to be an incorporated society, at the discretion of the Board;

(c) by giving notice to the Board of their resignation;

(d) if their membership is terminated under Rule 4.14(e) or Rule 4.20;

(e) if their membership is terminated following a dispute resolution process or such other process set out or referred to in this Constitution.

4.18 A Member who ceases to be a Member:

(a) remains responsible to pay all their outstanding membership and other fees to the NZFRS;

(b) must return all property of the NZFRS if required;

(c) ceases to be entitled to any rights of a Member, but continues to be bound by the obligations of a Member under this Constitution if required by the Board.

Membership Fees

4.19 The Board recommends annually to the AGM:

(a) Any membership or other fees payable by Member Clubs and any other categories of members;

(b) The due date for such fees; and

(c) The manner for payment of such fees.

4.20 If a Member has not paid their membership fees or any other payments due to NZFRS by the due date, it will be in default and it:

(a) is not entitled to any of its rights or entitlements as a Member;

(b) continues to be bound by in this Constitution and the Policies including all of its obligations;

(c) automatically has its membership terminated, provided that before such termination occurs NZFRS will give the Member written notice specifying the payment(s) due and demanding payment by a due date, being at least 14 days from the date of the demand.

Member Register

4.21 The Board will ensure an up-to-date Member Register is kept and the register must include:

(a) each individual Member, Member Club or Affiliate's name;

(b) their Contact Details;

(c) the date membership commenced.

A Member must provide notice to the NZFRS of any change to their Contact Details. The Member Register will be updated as soon as practicable after the Board becomes aware of changes of the information recorded in the Member Register.

4.22 The Board will keep a record of the name of each person who has ceased to be a member of the NZFRS within the previous 7 years and the date on which they ceased to be a member.

5. General Meetings

AGM

5.1 The NZFRS must hold an AGM once a year at the time, date and place as the Board decides, but not more than 6 months after the balance date of the NZFRS and not more than 15 months after the previous AGM.

5.2 The Members must be given at least 60 days' notice of the AGM. Notice to Members of an AGM may be given by emailing a Member Club's Secretary or any such methods as the Board may determine.

5.3 Notification of the identity of the delegate of a Member Club must be given to the Board within 10 days prior to the General Meeting. Changes to delegates through extenuating circumstances must be advised to the Board as soon as possible but prior to the commencement of the General Meeting. Failure to do this could result in the delegate not being recognised by the General Meeting therefore having no voting rights.

Business of AGM

5.4 The following business will be discussed at the AGM:

(a) confirmation of the minutes of the previous AGM;

(b) the Board's presentation of the following information during the most recently completed accounting period:

(i) the President's annual report on the operations and affairs of the NZFRS;

(ii) the annual financial statements as prepared by a qualified accountant;

(iii) the auditor or reviewer's report to members on the financial statements (if any);

(iv) other reports as requested by the Board;

(v) notice of any disclosures of conflicts of interest made by Officers (including a brief summary of the Matters, or types of Matters, to which those disclosures relate);

(c) the election of any Elected Board Members;

(d) the appointment of an accountant, auditor or reviewer on recommendation from the Board;

(e) the approval of annual membership fees as recommended by the Board;

(f) the Honoraria for the President, the Secretary and the Treasurer;

(g) consideration of any motions proposing to amend this Constitution that have been properly submitted for consideration at the AGM;

(h) consideration of any other items of business that have been properly submitted for consideration at the AGM.

5.5 Members must give notice of any proposed motions and other items of business to the NZFRS at least 45 days before the date of the AGM.

5.6 Notice of the agenda containing the business to be discussed at the AGM must be sent to all persons entitled to attend the AGM at least 30 days before the date of the AGM. No additional items of business can be voted on other than those set out in the agenda, but the Members present may agree by Special Resolution to discuss any other items.

SGM

5.7 The Board must call a SGM if it receives a written request stating the purpose of the SGM from:

(a) the Board itself; or

(b) by 33% or more of the voting rights of the NZFRS.

5.8 Members must be given at least 30 days' notice of the SGM, unless the Board, in its discretion, decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members.

5.9 A SGM may only consider and deal with the business specified in the request for the SGM.

Quorum

5.10 No business is to be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to start. The quorum for a General Meeting is 50% of the voting rights in the NZFRS, including Members present by casting votes by electronic means. The quorum must always be present during the General Meeting.

5.11 If a quorum is not reached within 30 minutes of the scheduled start time of an AGM, the AGM is adjourned to a day, time and place determined by the chair of the AGM. If no quorum is achieved at the further AGM, the Members present, in person or through audio, audio visual link or other electronic communication, 15 minutes after the scheduled start time of that further AGM are deemed to constitute a valid quorum.

5.12 If a quorum is not reached within 30 minutes of the scheduled start time of the SGM, the SGM is cancelled.

Control of General Meetings

5.13 The President of the NZFRS chairs General Meetings. If the President is unavailable, then the Vice President shall chair. In the absence of both of those persons, then the Members present shall elect a Member to chair the General Meeting.

Attendance and voting

5.14 The following persons are eligible to attend and speak at General Meetings:

(a) one delegated representative of each Member Club;

(b) any other persons invited by the Board.

(c) Individual and Life Members.

5.15 The voting entitlement for each Member eligible to vote is as follows:

(a) one vote per Member Club'

(b) one vote per elected Board Member'

(c) appointed and co-opted Board Members do not have a vote, unless appointed as a Member Club delegate

5.16 The chair of the General Meeting shall have not an additional casting vote. In the event of a tie in voting, the motion will be lost.

Method of voting

5.17 Voting is conducted by voices or a show of hands as determined by the Chair of the meeting, unless a secret ballot is called for and approved by Ordinary Resolution of Members or as otherwise required under this Constitution.

5.18 Elections of the Elected Board Members at an AGM must be undertaken by secret ballot except where there are the same number of nominations as positions available then those nominees are declared to be elected without the need for a vote.

5.19 Two scrutineers must be appointed at the General Meeting to count the votes for elections of Elected Board Members and Special Resolutions.

5.20 An Ordinary Resolution of Members at a General Meeting is sufficient to pass a resolution, except as specified in the Act or this Constitution.

5.21 Voting by electronic means is permitted. Where an electronic vote is conducted, the method of voting will be outlined in the AGM documentation.

5.22 Proxy votes and postal votes are not permitted.

Minutes

5.23 Full minutes must be kept of all General Meetings.

Omissions and irregularities

5.24 The General Meeting and its business will not be invalidated simply because one or more Members do not receive notice of the General Meeting.

5.25 The General Meeting and its business will not be invalidated by an irregularity, error or omission in notices, agendas and relevant papers of the General Meeting or the omission to give notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the General Meeting if:

(a) the chair of the General Meeting in their discretion determines that it is still appropriate for the General Meeting to proceed despite the irregularity, error, or omission; and

(b) a motion to proceed is put to the General Meeting and a majority, of two-thirds of votes cast, is obtained in favour of the motion to proceed.

Resolution passed in lieu of meeting

5.26 A resolution in writing signed or consented to by email or other electronic means by a 75% majority of Members is valid as if it had been passed at a General Meeting provided the requirements under sections 89 to 92 of the Act are complied with. Any resolution may consist of several documents in the same form each signed by one or more Members.

6. Sports Committees

6.1 There shall be a Sports Committee recognised by the Board in each Discipline.

6.2 Each Sports Committee is delegated the responsibility by the Board for ensuring the efficient administration of their Discipline strictly in accordance with this Constitution, any Policies and any directives from the Board. Such delegation shall not derogate, diminish or lessen in any way the absolute authority of the NZFRS and the Board in respect of Roller Sports in New Zealand. Such delegation may be revoked or varied by written notice from the Board where the Sports Committee fails to observe the Constitution or the Policies.

6.3 The composition, operation, duties and functions of each Sports Committee shall be in accordance with the Constitution, the Policies and as determined by the Board from time to time in consultation with the Sports Committee.

7. Regional Committees

7.1 The boundaries of each Regional Committee are determined, and may be amended, by the Board.

7.2 Each Regional Committee will:

(a) administer, promote, and develop roller sports in the region in accordance with the Purposes, this Constitution and any Policies;

(b) act in good faith in the best interests of the NZFRS to ensure the maintenance and enhancement of the NZFRS and roller sports, and its reputation, and to do so for the collective and mutual benefit of the Members and roller sports;

(c) annually hold a Regional AGM and such other general meetings as required;

(d) make full and proper disclosure to the Board of all matters of importance to the Regional Committee and the NZFRS including, without limitation, providing the Board with a financial statement within 20 days of request; and

(e) manage all assets, liabilities, revenues and expenditure in a fiscally responsible and prudent manner that achieves the objects, meets the strategic objectives of the Region and NZFRS and complies with any requirements of the Board.

8. Area Committees

8.1 In addition to the Regional Committees there shall be Area Committees which will be a combination of two or more neighbouring Regional Committees. The number of Area Committees will be determined by the Board from time to time.

8.2 The responsibilities of the Area Committees will be running events required to qualify for New Zealand championship events and such other responsibilities as directed by the Board from time to time.

9. Board

Functions and powers

9.1 Subject to any modifications, exceptions, or limitations contained in the Act or in this Constitution:

(a) the Board must manage, direct or supervise the operation and affairs of the NZFRS;

(b) the Board has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the NZFRS;

(c) the Board acts as an administration umbrella to represent all roller sports and their interests at national and international level.

Composition

9.2 The Board must have a minimum of three Board Members and may consist of:

(a) the President elected under Rule 9.3;

(b) the Vice President elected under Rule 9.3;

(c) an Elected Board Member elected under Rule 9.3;

(d) Speed Chairperson (elected at the annual general meeting of the Speed Sports Committee);

(e) Artistic Chairperson (elected at the annual general meeting of the Artistic Sports Committee);

(f) the Secretary appointed under Rule 9.4;

(g) the Treasurer appointed under Rule 9.4;

(h) up to [2] Co-opted Board Members appointed under Rule 9.4.

Election of Board Members

9.3 Certain Board Members are elected as follows:

(a) the Board must call for nominations for any elected Board Member positions that are to be vacated at an AGM by a date set by the Board and if no date is set, at least 60 days before the AGM;

(b) nominations are made in the form decided by the Board and must be received by the date set by the Board and if no date is set, at least 45 days before the AGM;

(c) the Board must give notice of the nominations to all Members at least 30 days before the AGM;

(d) at the AGM, if there are more nominees than number of positions available, the election is by secret ballot;

(e) those nominees who have the highest number of votes in their favour to fit the number of vacant positions are declared elected;

(f) if the number of votes for one or more nominees is equal to another nominee, a further vote will be held between the tied nominees;

(g) if there is only one nominee for a vacant position, that person is declared to be elected without the need for a vote;

(h) the Chairpersons of the Artistic Sports Committee and Speed Sports Committee respectively must be elected by a majority of Members entitled to vote at their respective Sports Committee's annual general meetings following nomination by at least one Member Club.

Appointment of Board Members

9.4 Certain Board Members are appointed as follows:

(a) The Secretary and Treasurer are appointed by the Board.

(b) When the Secretary or Treasurer provide a resignation to the Board or otherwise vacate their position, at the Board's discretion a notification shall be sent to all Member Clubs for applications of the impending vacancy.

(c) Co-opted Board Members may be appointed at any time by the Board for filling vacancies, bringing in expertise, diversity and representation, strengthening governance or strategic alliances.

(d) Voting rights may be granted to a co-opted member where a vacancy is being filled.

Qualification

9.5 Every Board Member must, in writing:

(a) consent to be a Board Member; and

(b) certify that they are not disqualified from being elected, appointed or holding office as a Board Member by this Constitution or under section 47 of the Act.

Disqualification

9.6 The following persons are disqualified from being elected, appointed or holding office as a Board Member

(a) A person who is an employee of, or contractor to the NZFRS.

(b) A person who is disqualified from being elected, appointed or holding office as a Board Member under section 47 of the Act.

(c) A person who has been removed as a Board Member following a process under this Constitution or any Policy.

9.7 If an existing Board Member becomes or holds any position in Rule 9.6(a) then upon appointment to such a position, that Board Member is deemed to have vacated their office as a Board Member.

9.8 If any of the circumstances listed in Rule 9.6(b) occur to an existing Board Member, that Board Member is deemed to have vacated their office upon the relevant authority making an order or finding against the Board Member of any of those circumstances.

Term of office

9.9 The term of office for Elected Board Members shall be three years, expiring on conclusion of the relevant AGM.

9.10 Elected Board Members may be re-elected or nominated to the Board for subsequent terms of office.

9.11 The term of office for Co-opted Board members shall be determined by the Board.

Rotation

9.12 To ensure not all Board Members are to retire in a given year a rotational policy shall be maintained and this will also ensure that the President and Vice President terms do not conclude in the same year.

Vacancies

9.13 If there is a Casual Vacancy on the Board of an Elected Board Member, the remaining Board Members may:

(a) appoint a person of their choice to fill the Casual Vacancy until the expiry of the term of the person they replace;

(b) appoint a person of their choice to fill the Casual Vacancy only until the next AGM, at which a person is elected under Rule 9.3 to fill the remainder of the term of the Casual Vacancy;

(c) may leave the Casual Vacancy unfilled until the next AGM, at which a person is elected under Rule 9.3 to fill the remainder of the term of the Casual Vacancy.

Suspension of Board Member

9.14 If a Board Member is or may be the subject of an allegation or notice relating to a matter described under Rule 9.6 or any other circumstances arise in relation to a Board Member which are or may be of concern to the Board, the remaining Board Members may, by Special Resolution, suspend the Board Member from the Board and set conditions it requires pending the final determination of the allegation, notice or circumstances. Before imposing any suspension, the Board Member must be given notice of the suspension.

Removal of Board Member

9.15 The Board may, by Special Resolution, remove a Board Member from the Board before the expiry of their term of office if the Board considers the Board Member concerned:

(a) has seriously breached duties under this Constitution or the Act; or

(b) is no longer a suitable person to be a Board Member; or

(c) is involved with, interested in, or otherwise closely connected to a person or activity which has or may bring the NZFRS or roller sports into disrepute or which may be prejudicial to the Purposes or the interests of the NZFRS and/or roller sports if they remain as a Board Member.

The Board Member who is the subject of the motion is counted for the purpose of reaching a quorum but will not participate in the vote on the motion.

9.16 Before considering a motion for removal, the Board Member who is the subject of the motion must be given:

(a) notice that a Board Meeting is to be held to discuss the motion to remove the Board Member; and

(b) adequate time to prepare a response; and

(c) the opportunity prior to the Board Meeting to make written submissions; and

(d) the opportunity to be heard at the Board Meeting.

Board Member ceasing to hold office

9.17 A person ceases to be a Board Member if:

(a) their term expires;

(b) the person resigns by delivering a signed notice of resignation to the Board;

(c) the person is removed from office under this Constitution;

(d) the person becomes disqualified from being an officer under section 47(3) of the Act; or

(e) the person is deceased.

10. Board Meetings

10.1 Board Meetings may be called at any time by the Chair, but generally the Board shall meet at regular intervals agreed by the Board.

10.2 Except to the extent specified in the Act or this Constitution, the Board may regulate its own procedure.

10.3 If any situation arises which, in the opinion of the Board, is not provided for in this Constitution or Policies of the NZFRS, the matter will be determined by the Board.

Quorum

10.4 The quorum for a Board Meeting is two thirds of voting Board Members.

10.5 Any Board Member may participate in any Board Meeting without being physically present. This may occur by audio or audio-visual link or other electronic communication provided that all persons participating in the Board Meeting can hear each other effectively and simultaneously.

10.6 Any Elected Board Member participating by electronic means shall be counted for the purposes of a quorum and vote on any proposed resolution a meeting.

Chair

10.7 The role of the President is to chair meetings of the Board and to represent the Board.

10.8 In the event of the unavailability of the President for any reason, then the Vice President shall undertake the President's role during the period of unavailability.

10.9 If both the President and Vice President are unavailable, another Board Member must be appointed by the Board to undertake the President's role during the period of unavailability.

Voting

10.10 The chair shall have not an additional casting vote. In the event of a deadlock, the motion will be lost.

10.11 Each Elected Board Member has one vote. Voting is by voices or on request of any Board Member by a show of hands or by a ballot. Proxy and postal votes are not permitted. Voting by electronic means is permitted.

10.12 Appointed and co-opted members do not have a vote.

Resolution in writing

10.13 A resolution in writing signed or consented to by email or other electronic means by the required majority of Board Members is valid as if it had been passed at a meeting of the Board. Any resolution may consist of several documents in the same form each signed by one or more Board Members.

11. Officers' Duties

An Officer:

(a) Regularly attend Board meetings and General Meetings of the NZFRS

(b) Regularly monitor and review the performance for the NZFRS

(c) engage in activities to promote, market, represent and fundraise for the NZFRS

(d) when exercising powers or performing duties as an Officer, must act in good faith and in what the Officer believes to be the best interests of the NZFRS;

(e) must exercise a power as an Officer for a proper purpose;

(f) must not act, or agree to the NZFRS acting, in a manner that contravenes the Act or this Constitution;

(g) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation the nature of the NZFRS, the nature of the decision and the position of the Officer and the nature of the responsibilities undertaken by them;

(h) must not agree to the activities of the NZFRS being carried on in a manner likely to create a substantial risk of serious loss to the NZFRS's creditors or cause or allow the activities of the NZFRS to be carried on in a manner likely to create a substantial risk of serious loss to the NZFRS's creditors;

(i) must not agree to the NZFRS incurring an obligation unless the Officer believes at that time on reasonable grounds that the NZFRS will be able to perform the obligation when it is required to do so; and

(j) when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:

(i) an employee whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;

(ii) a professional adviser or expert in relation to matters that the officer believes on reasonable grounds to be within the person's professional or expert competence; or

(iii) any other Officer or subcommittee of Officers on which the Officer did not serve in relation to matters within the Officer's or subcommittee's designated authority,

if the Officer, acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted.

12. Interests

12.1 An Officer is **Interested** in a Matter if the Officer:

(a) may obtain a financial benefit from the Matter; or

(b) is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, sibling, nephew, niece, uncle, aunt, or first cousin of a person who may obtain a financial benefit from the Matter; or

(c) may have a financial interest in a person to whom the Matter relates; or

(d) is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the Matter relates,

but an Officer is not interested in a Matter:

(e) merely because the Officer receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or

(f) if the Officer's interest is the same or substantially the same as the benefit or interest of all or most other Members of the NZFRS due to the membership of those members; or

(g) if the Officer's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Officer in carrying out their responsibilities under the Act or this Constitution.

12.2 The Board must keep an Interests Register.

12.3 An Officer who is Interested in a Matter relating to the NZFRS must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Board, as soon as practicable after the officer becomes aware that they are interested in the Matter and include it in the Interests Register.

12.4 A Board Member who is Interested in a Matter:

(a) must not vote in a decision of the Board relating to the Matter;

(b) must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all non-interested Board Members consent;

(c) must not take part in any Board discussion relating to the Matter or be present at the time of the Board decision, unless all non-interested Board Members consent;

(d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

12.5 Despite Rule 12.4, if 50% or more Board Members are Interested in a Matter, an SGM must be called to consider and determine the Matter.

(a) Where a sub-committee has 50% or more vested interest in a matter, the matter shall be referred to the Board.

12.6 The Board must notify Members of a failure to comply with section 63 or 64 of the Act, and of any transactions affected, as soon as practicable after becoming aware of the failure.

13. Indemnity and Insurance

13.1 The NZFRS may indemnify its current and former Officers and employees as permitted by section 96 of the Act.

13.2 With the prior approval of its Board, the NZFRS may effect insurance for its current and former Officers and employees as permitted by section 97 of the Act.

13.3 The NZFRS is authorised to indemnify an Officer under section 96 of the Act or effect insurance for an Officer under section 97 of the Act for the following matters:

(a) liability (other than criminal liability) for a failure to comply with a duty under sections 54 to 61 of the Act or any other duty imposed on the Officer in their capacity as an Officer; and

(b) costs incurred by the Officer for any claim or proceeding relating to that liability.

14. Finances

14.1 The funds and property of the NZFRS are:

(a) controlled, invested and disposed of by the Board, subject to this Constitution; and

(b) devoted solely to the promotion of the Purposes.

14.2 The NZFRS balance date is 30th day of June each year or unless otherwise determined by the Board.

14.3 The Board shall appoint an accountant to prepare the annual financial statements of the NZFRS, who must be a suitably qualified person, such as a member of the Chartered Accountants Australia and New Zealand (CAANZ). The Board may choose to have the Financial Statements 'reviewed' or 'audited' by an independent accountant from time to time.

14.4 The Board is responsible for the receipt and banking of all monies received by the NZFRS. All funds of the NZFRS shall be paid to a bank account in the name of the NZFRS and the bank account(s) must be operated in accordance with the policy determined by the Board.

14.5 The Board must ensure correct accounting records are kept. The accounting records of the NZFRS must be kept at the office of the NZFRS or at such place as the Board may determine and must be open to inspection by Members at such reasonable times agreed by the Board.

No personal benefit

14.6 The Officers and Members may not receive any distributions of profit or income from the NZFRS. This does not prevent Officers or Members:

(a) receiving reimbursement of actual and reasonable expenses incurred, or

(b) entering into any transactions with the organisation for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties, provided no Officer or Member is allowed to influence any such decision made by the NZFRS in respect of payments or transactions between it and them, their direct family or any associated entity.

15. Method of contracting

15.1 A contract or other enforceable obligation may be entered into by the NZFRS:

(a) by deed by:

(i) 2 or more Officers; or

(ii) an Officer, or other person or class of persons, whose signature or signatures must be witnessed; or

(b) by agreement by a person acting under the NZFRS's express or implied authority.

16. Amendments

16.1 This Constitution may only be amended or replaced by Special Resolution at a General Meeting.

16.2 No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any individuals.

16.3 If an amendment to this Constitution would have no more than a minor effect or is to correct errors or makes similar technical alterations, the Board may give notice of the amendment to every Member stating the text of the amendment and the right of Members to object to the amendment. If the Board does not receive any objections from Members within 20 Working Days after the date on which the notice is sent, or any longer period of time that the Board decides, the Board may make that amendment. If it does receive an objection, the Board may not make the amendment.

17. Policies

17.1 The Board may make and amend Policies for the conduct and control of the NZFRS's activities and codes of conduct applicable to Members. Any Policy must be consistent with this Constitution, the Purposes, the Act and any other laws. All Policies are binding on the NZFRS and the Members.

17.2 The making, amendment, revocation, or replacement of a Policy is not an amendment of this Constitution.

18. Integrity

Anti-doping

18.1 The NZFRS adopts the Sports Anti-Doping Rules (**SADR**) made by the Integrity Sport and Recreation Commission under the Integrity Sport and Recreation Act 2023 as its Policy on anti-doping and agrees to be bound by SADR. All Members:

(a) agree to the application of SADR; and

(b) if they are a Member Club, must require in their constitutions that their members agree to the application of SADR.

Integrity Code

18.2 In this Rule 18 **Integrity Code** means the Code of Integrity for Sport and Recreation issued by the Sport Integrity Commission under section 19 of the Integrity Sport and Recreation Act 2023.

18.3 If the NZFRS adopts the Integrity Code, the Members of the NZFRS are bound by the Integrity Code.

18.4 All Member Clubs must include in their constitution that if NZFRS adopts the Integrity Code the members of the Member Clubs agree to the application of the Integrity Code to them and agree to be bound by it.

19. Dispute resolution

Definitions

19.1 In this Rule 19:

(a) **Dispute** means a disagreement or conflict between and among any one or more Members, any one or more Officers and the NZFRS, that relates to an allegation that:

(i) a Member or an Officer has engaged in misconduct; or

(ii) a Member or an Officer has breached, or is likely to breach, a duty under this Constitution or the Act; or

(iii) The NZFRS has breached, or is likely to breach, a duty under this Constitution or the Act; or

(iv) a Member's rights or interests as a member have been damaged or Members' rights or interests generally have been damaged;

(b) **Disputes Procedure** means the procedure for resolving a Dispute set out in Rules 19.7 to 19.18 and the NZFRS Policy 3.08;

(c) a **Member** is a reference to a Member acting in their capacity as a Member;

(d) an **Officer** is a reference to an Officer acting in their capacity as an Officer.

Application of other legislation to a Dispute

19.2 The Disputes Procedure will not apply to a Dispute to the extent that other legislation requires the Dispute to be dealt with in a different way. The Disputes Procedure will have no effect to the extent that it contravenes, or is inconsistent with, that legislation.

Application of other procedures under this Constitution or in a Policy

19.3 If the Dispute is dealt with by a separate procedure under this Constitution or in a Policy (**Other Procedure**), that Other Procedure applies to the exclusion of the Disputes Procedure. If any part of the Other Procedure is inconsistent with the rules of natural justice, that part will not apply, but the remainder of the Other Procedure will continue to apply together with adjustments as determined by the Board in its discretion so that the Other Procedure is consistent with the rules of natural justice.

19.4 If the conduct, incident, event or issue does not meet the definition of a Dispute and is managed by any Other Procedure, that Other Procedure applies to the exclusion of the Disputes Procedure.

Application of the Disputes Procedure

19.5 If the Dispute is not required by other legislation to be dealt with in a different way and it is not dealt with by any Other Procedure, the Disputes Procedure applies to the Dispute.

19.6 Refer to the NZFRS Policy 3.08 for the practical implementation of Disputes.

Disputes Procedure

Raising a complaint

19.7 A Member or an Officer may start the Disputes Procedure (a **Complaint**) by giving written notice to the Board setting out:

(a) the allegation to which the dispute relates and who the allegation is against; and

(b) any other information reasonably required by the NZFRS.

19.8 The NZFRS may make a Complaint involving an allegation against a Member or an Officer by giving notice to the person concerned setting out the allegation to which the Dispute relates.

19.9 The information given must be enough to ensure a person against whom the Complaint is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

Investigating and determining Disputes

19.10 Unless otherwise provided, the NZFRS must as soon as is reasonably practicable after receiving or becoming aware of a Complaint, ensure the Dispute is investigated and determined.

19.11 Disputes must be dealt with in a fair, efficient, and effective manner.

Decision to not proceed with a matter

19.12 Despite the contents of the Disputes Procedure, the NZFRS may decide not to proceed with a matter if:

(a) the Complaint is trivial; or

(b) the Complaint does not appear to disclose or involve any allegation of the following kind:

(i) any material misconduct; or

(ii) any material breach or likelihood of material breach of a duty under this Constitution or the Act; or

(iii) any material damage to a Member's rights or interests or Members' rights or interests generally; or

(c) the Complaint appears to be without foundation or there is no apparent evidence to support it; or

(d) the person who makes the Complaint has an insignificant interest in the matter; or

(e) the conduct, incident, event, or issue giving rise to the Complaint has already been investigated and dealt with under this Constitution; or

(f) there has been an undue delay in making the Complaint; or

(g) the Complaint involves two Members who are also members of a Member Club which is also a Member of the NZFRS and the Complaint has either been dealt with by the Member Club or is required to be, pursuant to the dispute resolution procedures of the Member Club.

Complaint may be referred

19.13 The NZFRS may refer a Complaint to:

(a) a hearing body or person authorised, delegated or appointed by the Board to hear and resolve Disputes, and includes an arbitral tribunal (**Hearing Body**); or

(b) a subcommittee or an external person to investigate and report; or

(c) any type of consensual dispute resolution with the consent of all parties to the Complaint.

Hearing Body

19.14 The Board may determine the composition, jurisdiction, functions and procedures of, and any sanctions which can be imposed by, any Hearing Body. Each Hearing Body has delegated authority by the Board to resolve, or assist to resolve, Complaints.

Bias

19.15 An individual may not be a decision maker or part of a Hearing Body in relation to a Complaint if two or more members of the Board consider there are reasonable grounds to believe that the individual may not be:

(a) impartial; or

(b) able to consider the matter without a predetermined view.

Complainant's right to be heard

19.16 The Member or Officer has a right to be heard before the Complaint is resolved or any outcome is determined. If the NZFRS makes a Complaint, the NZFRS has a right to be heard before the Complaint is resolved or any outcome is determined, and a Board Member may exercise that right on behalf of the NZFRS.

19.17 A Member or Officer or the NZFRS must be taken to have been given the right if:

(a) the Member or Officer or the NZFRS has a reasonable opportunity to be heard in writing or at an oral hearing, if one is held; and

(b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

(c) an oral hearing, if any, is held before the decision maker; and

(d) the Member's or Officer's or the NZFRS's written statement or submission, if any, are considered by the decision maker.

Respondent's right to be heard

19.18 The Member or Officer who, or the NZFRS which, is the subject of the Complaint (**Respondent**) has a right to be heard before the Complaint is resolved or any outcome is determined. If the Respondent is the NZFRS, a Board Member may exercise the right on behalf of the NZFRS. A Respondent must be taken to have been given the right if:

(a) the Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response; and

(b) the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing, if one is to be held; and

(c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and

(d) an oral hearing, if any, is held before the decision maker; and

(e) the Respondent's written statement or submissions, if any, are considered by the decision maker.

20. Liquidation and removal

20.1 The Board must give notice to all Members at least 45 Working Days of a proposed motion:

(a) to appoint a liquidator;

(b) to remove the NZFRS from the Register of Incorporated Societies; or

(c) for the distribution of the NZFRS's surplus assets.

20.2 The notice must comply with section 228 of the Act and include details of the General Meeting at which the proposed motion is to be considered.

20.3 Any resolution for a motion set out in Rule 20.1(a) to (c) must be passed by a Special Resolution of Members.

20.4 The surplus assets of the NZFRS, after the payment of all costs, debts and liabilities, must be disposed of to any other not-for-profit entity that shares similar purposes to the NZFRS.

Matters not provided for

20.5 If any matter arises that, in the opinion of the Board, is not provided for in this Constitution or any Policy, or if any dispute arises out of the interpretation of this Constitution or the Policies, the matter or dispute will be determined by the Board.